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RECORDATION NO. 21267 FILED

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

March 9, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Railroad Lease Agreement, dated as of February 27, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: DJJ Leasing Ltd.  
300 Pike Street  
Cincinnati, Ohio 45202

Lessee: Chicago Southshore and Southbend Railroad  
505 N. Carroll Avenue  
Michigan City, Indiana 46360

A description of the railroad equipment covered by the enclosed document is:

seventy-five (75) railcars bearing CSS reporting marks and road numbers  
30100 through 30174, inclusive

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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*W.A.*  
*Counterparts*

Mr. Vernon A. Williams  
March 9, 1998  
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

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**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

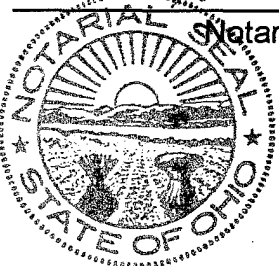
This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT** ("Memorandum of Lease") entered into this 27<sup>th</sup> day of February, 1998, is intended to evidence the Railroad Equipment Lease Agreement dated as of February 27, 1998 (the "Lease"), between **DJJ LEASING LTD.**, an Ohio limited liability company (the "Lessor"), and **CHICAGO SOUTHSORE AND SOUTH BEND RAILROAD**, an Indiana general partnership (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessor has the right to lease the railcars described in Exhibit A attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**LESSOR:****LESSEE:****DJJ LEASING LTD.****CHICAGO SOUTHSORE AND  
SOUTHBEND RAILROAD**By: By: Name: James H. GoetzName: H.T. HEARSTTitle: Vice PresidentTitle: PRESIDENTDate: February 27, 1998Date: March 2, 1998

STATE OF OHIO                    )  
  )  
COUNTY OF HAMILTON )       SS:

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of February, 1998, by James H. Goetz, the Vice President of DJJ Leasing Ltd., an Ohio limited liability company.

Shelley B. Bacon  
Notary Public  
  
SHELLEY B. BACON  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

STATE OF Indiana                    )  
  )  
COUNTY OF LaPorte )       SS:

The foregoing instrument was acknowledged before me this 2nd day of March, 1998, by W J Hearst, the President of Chicago Southshore and South Bend Railroad, an Indiana general partnership, on behalf of the general partnership.

Ramona K. Pilecki  
Notary Public  
RAMONA K PILECKI  
NOTARY PUBLIC STATE OF INDIANA  
LA PORTE COUNTY  
MY COMMISSION EXP. DEC. 7, 1998

## **EXHIBIT A**

To the Memorandum of Lease dated February 27, 1998, between DJJ Leasing Ltd. and Chicago Southshore and South Bend Railroad.

### **DESCRIPTION OF UNITS**

Seventy-five (75) railcars bearing reporting marks as follows:

CSS 30100-30174, INCLUSIVE